



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

LOWENSTEIN SANDLER LLP

Kenneth A. Rosen, Esq.
Joseph J. DiPasquale, Esq.
Eric S. Chafetz, Esq.
Michael Papandrea, Esq.
John P. Schneider, Esq.
One Lowenstein Drive
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
*Counsel to the Administrative
and Priority Claims Agent*

Order Filed on May 4, 2021
by Clerk,
U.S. Bankruptcy Court
District of New Jersey

In re:

FRANK THEATRES BAYONNE/SOUTH
COVE, LLC, et al.,^{1,2}

Debtors.

Chapter 11

Case No. 18-34808 (SLM)

Jointly Administered

**ORDER APPROVING THE JOINT MOTION OF THE ADMINISTRATIVE AND
PRIORITY CLAIMS AGENT AND LIQUIDATING TRUSTEE FOR ENTRY OF AN
ORDER: (I) AUTHORIZING THE DESTRUCTION AND ABANDONMENT OF
RECORDS; (II) ENTERING A FINAL DECREE CLOSING THESE CHAPTER 11 CASES;
AND (III) TERMINATING THE RESPONSIBILITIES OF THE CLAIMS AGENT**

The relief set forth on the following pages, numbered two (2) through and including

three (3), is hereby ORDERED.
DATED: May 4, 2021

Honorable Stacey L. Meisel
United States Bankruptcy Judge

¹ Prior to the Effective Date (defined herein) of the *Modified First Amended Plan of Reorganization of Frank Theatres Bayonne/South Cove, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Modified Plan”), the Debtors in these Chapter 11 cases (the “Chapter 11 Cases”) and the last four digits of each Debtor’s taxpayer identification number were as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

² Upon the Effective Date of the Modified Plan, the presently operating Reorganized Debtors (as defined in the Modified Plan) are as follows: Frank Entertainment Group, LLC; Frank Management, LLC; Frank Theatres York, LLC; Frank Hospitality York, LLC; Frank Theatres Delray, LLC; Frank Theatres Parkside Town Commons, LLC; Frank Blacksburg, LLC; Frank Theatres Southern Pines, LLC; Frank Theatres, LLC; and Frank Management, LLC.

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

Case No.: 18-34808 (SLM)

Caption: Order (I) Authorizing the Destruction and Abandonment of Records; (II) Entering a Final Decree Closing the Chapter 11 Cases; and (III) Terminating the Responsibilities of the Claims Agent

Upon consideration of the motion (the “Motion”) seeking entry of an order (this “Order”):

(i) authorizing the Winddown Agents¹ to abandon and destroy the Records; (ii) entering a final decree closing the Chapter 11 Cases; and (iii) terminating the responsibilities of Prime Clerk, the claims agent; upon consideration of the Motion and all pleadings related thereto; it appearing that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; the Court having considered the Motion and any responses to the Motion; it appearing that the relief requested in the Motion is appropriate; and upon the record herein, and after due deliberation, and good and sufficient cause appearing therefor; it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Winddown Agents are authorized, but not required to, immediately abandon and destroy all of the Records any time after six (6) months from the completion and winding up the affairs of the Administrative and Priority Claims Escrow or Liquidating Trust, as applicable, and as further set forth in the Modified Plan, Trust Agreement, Supplemental Application, as applicable.
3. The Winddown Agents are authorized to expend such funds as may be reasonably

¹ Capitalized terms used herein and not otherwise defined shall have those meanings ascribed to them in the Motion.

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

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Caption: Order (I) Authorizing the Destruction and Abandonment of Records; (II) Entering a Final Decree Closing the Chapter 11 Cases; and (III) Terminating the Responsibilities of the Claims Agent

necessary to carry out such destruction of the Records in the manner that the Winddown Agents, in their respective business judgment, deem appropriate.

4. Upon the closing of the sale of the West Virginia Property and final distributions being made to holders of General Unsecured Claims, consistent with the terms of the Modified Plan and Confirmation Order, the Liquidating Trustee and the Liquidating Trust shall be discharged of its obligations under the Plan and the Liquidating Trust Agreement and the Liquidating Trust shall be deemed dissolved; *provided, however,* that the Liquidating Trust may continue for purposes of liquidating and winding down the affairs of the Trust as set forth in the Liquidating Trust Agreement.

5. The final decree in the Chapter 11 Cases is hereby entered and the Chapter 11 Cases are hereby closed without further order of this Court.

6. Prime Clerk shall: (I) within thirty (30) days of the entry of this Order, forward to the Clerk of the Court: (a) an updated claims register, (b) a CD or USB flash drive of all imaged claims, and (c) an excel spreadsheet containing all claims information, along with an updated 2002 list and updated creditor mailing list, which shall contain the names and addresses of all creditors; (II) the claims register, 2002 list, and creditor mailing list shall be provided in both paper and on disc, and in both alphabetical and numerical order; (III) the creditor mailing list disk and the 2002 list disk should be in .txt format; and (IV) Prime Clerk shall box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154.

7. Upon its so doing, Prime Clerk may terminate its database and website related to the

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Debtors: Frank Theatres Bayonne/South Cove, LLC, *et al.*

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Caption: Order (I) Authorizing the Destruction and Abandonment or Records; (II) Entering a Final Decree Closing the Chapter 11 Cases; and (III) Terminating the Responsibilities of the Claims Agent

Chapter 11 Cases, and shall be released from its responsibilities as claims agent in the Chapter 11 Cases.

8. All orders previously entered in the Chapter 11 Cases are final orders and shall survive the closing of the Chapter 11 Cases.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

In re:

Frank Theatres Bayonne/South Cove, LLC
Galleria Cinema, LLC
Debtors

Case No. 18-34808-SLM
Chapter 11

District/off: 0312-2

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Total Noticed: 25

The following symbols are used throughout this certificate:

Symbol Definition

- + Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
- # Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 06, 2021:

Recip ID	Recipient Name and Address
db	+ Frank All Star Theatres, LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Frank Entertainment Group, LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Frank Entertainment PSL, LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Frank Entertainment Rock Hill LLC, 2225 Dave Lyle Blvd, Rock Hill, SC 29730-4973
db	+ Frank Hospitality Saucon Valley LLC, 3717 Route 378, Bethlehem, PA 18015-5436
db	+ Frank Hospitality York LLC, 2067 Springwood Road, York, PA 17403-4836
db	#+ Frank Management LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Frank Theatres Bayonne/South Cove, LLC, 191 Lefante Way, Bayonne, NJ 07002-5022
db	+ Frank Theatres Blacksburg LLC, 1614 South Main Street, Blacksburg, VA 24060-5824
db	+ Frank Theatres Delray, LLC, 14775 Lyons Road, Delray Beach, FL 33446-9003
db	+ Frank Theatres Kingsport LLC, 3801 PGA Blvd, Sutie 600, Palm Beach Gardens, FL 33410-2758
db	+ Frank Theatres Montgomeryville, LLC, 750 Montgomery Glen Drive, Lansdale, PA 19446-6406
db	Frank Theatres Mt. Airy, LLC, 605 Bluemont Road, Mt. Airy, NC 27030
db	+ Frank Theatres Parkside Town Commons LLC, 1140 Parkside Main Street, Cary, NC 27519-6950
db	+ Frank Theatres Rio, LLC, 3801 Routh 9 South, Suite 1, Rio Grande, NJ 08242-1915
db	+ Frank Theatres Sanford, LLC, 1351 Douglas Drive, Sanford, NC 27330-3453
db	Frank Theatres Shallotte, LLC, 5200 Bridgers Road, Shallotte, NC 28470
db	+ Frank Theatres Southern Pines, LLC, 104 Brucewood Road, Southern Pines, NC 28387-5143
db	+ Frank Theatres Towne, LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Frank Theatres York, LLC, 2067 Springwood Road, York, PA 17403-4836
db	+ Frank Theatres, LLC, 3801 PGA Blvd., Suite 600, Palm Beach Gardens, FL 33410-2756
db	+ Galleria Cinema, LLC, 2111 Tamiami Trail, Venice, FL 34293-5011
db	+ Revolutions at City Place LLC, 477 S. Rosemary Avenue, West Palm Beach, FL 33401-5758
db	+ Revolutions of Saucon Valley LLC, 3717 Route 378, Bethlehem, PA 18015-5436
aty	+ Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, NJ 07068-1791

TOTAL: 25

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

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Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 06, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 4, 2021 at the address(es) listed below:

Name	Email Address
Bruce W. Radowitz	on behalf of Creditor Martin Gold torreso78@gmail.com r45676@notify.bestcase.com
Daniel Y Gielchinsky	on behalf of Creditor Edward Solomon dan@dyglaw.com
Dean C. Waldt	on behalf of Creditor STORE Capital Acquisitions LLC waltdt@ballardspahr.com, morganv@ballardspahr.com
Eric S. Chafetz	on behalf of Debtor Frank Management LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Theatres Shallotte LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Theatres Parkside Town Commons LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Theatres Montgomeryville LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Other Prof. Prime Clerk LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Theatres York LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Galleria Cinema LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank All Star Theatres LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Other Prof. Administrative and Priority Claims Agent echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Revolutions of Saucon Valley LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Entertainment Rock Hill LLC echafetz@lowenstein.com
Eric S. Chafetz	on behalf of Debtor Frank Theatres Bayonne/South Cove LLC echafetz@lowenstein.com
Ericka Fredricks Johnson	on behalf of Creditor Cotton Commercial USA Inc. ErJohnson@wCSR.com, Heidi.sasso@wbd-us.com;chris.lewis@wbd-us.com
Fran B. Steele	on behalf of U.S. Trustee U.S. Trustee Fran.B.Steele@usdoj.gov
George R. Hirsch	on behalf of Creditor Blacksburg APF Partners LLC ghirsch@sillscummis.com, MCO@sillscummis.com
Jack M. Seitz	on behalf of Creditor Lower Saucon Authority jseitz@lesavoybutz.com sblake@lesavoybutz.com
James S. Carr	on behalf of Creditor IMAX Corporation KDWBankruptcyDepartment@KelleyDrye.com;MVicinanza@ecf.inforuptcy.com
Jeffrey Kurtzman	on behalf of Creditor Water Tower Square Associates kurtzman@kurtzmansteady.com
Jessica Renee Kenney Bonteque	on behalf of Debtor Frank Theatres York LLC jbonteque@mosessinger.com

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Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Hospitality York LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Shallotte LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Blacksburg LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Parkside Town Commons LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Towne LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Rio LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Management LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Sanford LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Entertainment Rock Hill LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Montgomeryville LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank All Star Theatres LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Delray LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Mt. Airy LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Hospitality Saucon Valley LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Galleria Cinema LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Entertainment Group LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Southern Pines LLC jbonteque@mosessinger.com

Jessica Renee Kenney Bonteque

on behalf of Debtor Frank Theatres Kingsport LLC jbonteque@mosessinger.com

John Baranello

on behalf of Debtor Frank Hospitality York LLC jbaranello@mosessinger.com

John Baranello

on behalf of Attorney Moses & Singer LLP jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Southern Pines LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Blacksburg LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Entertainment Group LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Towne LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC jbaranello@mosessinger.com

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User: admin

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Total Noticed: 25

John Baranello

on behalf of Debtor Frank Theatres Montgomeryville LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Galleria Cinema LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Kingsport LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Rio LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Delray LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Management LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres York LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank All Star Theatres LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Sanford LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Hospitality Saucon Valley LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Shallotte LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Entertainment PSL LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Mt. Airy LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Entertainment Rock Hill LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres Parkside Town Commons LLC jbaranello@mosessinger.com

John Baranello

on behalf of Debtor Frank Theatres LLC jbaranello@mosessinger.com

John D. Gaither

on behalf of Creditor Elm Park Capital Management LLC jgaither@neliganlaw.com

Joseph J. DiPasquale

on behalf of Other Prof. Moss Adams LLP jdipasquale@lowenstein.com

Joseph J. DiPasquale

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC jdipasquale@lowenstein.com

Joseph J. DiPasquale

on behalf of Other Prof. Prime Clerk LLC jdipasquale@lowenstein.com

Joseph J. DiPasquale

on behalf of Consultant Paragon Management LLC jdipasquale@lowenstein.com

Joseph J. DiPasquale

on behalf of Attorney Lowenstein Sandler LLP jdipasquale@lowenstein.com

Joseph L. Schwartz

on behalf of Attorney Pachulski Stang Ziehl & Jones LLP jschwartz@riker.com

Joseph L. Schwartz

on behalf of Trustee Liquidating Trust jschwartz@riker.com

Joseph L. Schwartz

on behalf of Attorney Riker Danzig Scherer Hyland & Perretti LLP jschwartz@riker.com

Joseph L. Schwartz

on behalf of Creditor Committee Official Committee of Unsecured Creditors jschwartz@riker.com

Joseph L. Schwartz

on behalf of Attorney Dundon Advisers LLC jschwartz@riker.com

Joseph M. Garemore

on behalf of Creditor KRG/Atlantic Delray Beach LLC jgaremore@brownconnery.com

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User: admin

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Joseph M. Garemore

on behalf of Creditor KRG Parkside II LLC jgaremore@brownconnery.com

Kate R. Buck

on behalf of Creditor American Electric Power Atlantic City Electric Company, PECO Energy Company, Florida Power & Light Company and Metropolitan Edison Company kbuck@mccarter.com

Kate R. Buck

on behalf of Creditor 30 West Pershing LLC kbuck@mccarter.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Mt. Airy LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Rio LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Revolutions of Saucon Valley LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Hospitality Saucon Valley LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Revolutions at Saucon Valley LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Management LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank All Star Theatres LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Entertainment Group LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Revolutions at City Place LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Towne LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Entertainment PSL LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Entertainment Rock Hill LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Parkside Town Commons LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres York LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Montgomeryville LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Southern Pines LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Galleria Cinema LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Shallotte LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Kingsport LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Sanford LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Hospitality York LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Delray LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

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User: admin

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on behalf of Other Prof. Prime Clerk LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Shallottee LLC krosen@lowenstein.com, dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Kingsport LLC krosen@lowenstein.com dclausen@lowenstein.com

Kenneth A. Rosen

on behalf of Debtor Frank Theatres Blacksburg LLC krosen@lowenstein.com dclausen@lowenstein.com

Mark B Conlan

on behalf of Creditor Gondolier Properties LLC mconlan@gibbonslaw.com

Mark N Parry

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Towne LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Southern Pines LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Management LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres York LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Shallotte LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank All Star Theatres LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Hospitality Saucon Valley LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Delray LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Parkside Town Commons LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Galleria Cinema LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Mt. Airy LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Rio LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Entertainment Rock Hill LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Entertainment Group LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Hospitality York LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Sanford LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Montgomeryville LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Blacksburg LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Entertainment PSL LLC mparry@mosessinger.com

Mark N Parry

on behalf of Debtor Frank Theatres Kingsport LLC mparry@mosessinger.com

Michael Papandrea

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC mpapandrea@lowenstein.com, dclausen@lowenstein.com

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Patrick J. Neligan, Jr

on behalf of Creditor Elm Park Capital Management LLC pneligan@neliganlaw.com

Paul John Labov

on behalf of Creditor Elm Park Capital Management LLC plabov@pszjlaw.com
KAiello@foxrothschild.com;JDiStanislaw@foxrothschild.com

Rachel Gillen Atkin

on behalf of Trustee Liquidating Trust rgillen@riker.com

Richard Corbi

on behalf of Debtor Frank Entertainment Group LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Montgomeryville LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Hospitality York LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Bayonne/South Cove LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank All Star Theatres LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Parkside Town Commons LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Blacksburg LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Shallotte LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Entertainment PSL LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Kingsport LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Delray LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Hospitality Saucon Valley LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Entertainment Rock Hill LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres York LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Galleria Cinema LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Southern Pines LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Mt. Airy LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Management LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Sanford LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Rio LLC rcorbi@corbilaw.com

Richard Corbi

on behalf of Debtor Frank Theatres Towne LLC rcorbi@corbilaw.com

Steven R. Wirth

on behalf of Creditor Sony Electronics Inc. steven.wirth@akerman.com,
caren.collier@akerman.com;Jennifer.meehan@akerman.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

District/off: 0312-2

User: admin

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Total Noticed: 25

Wayne M Smith

on behalf of Creditor WARNER BROTHERS DISTRIBUTING INC. wayne.smith@warnerbros.com,
wayne.smith@warnerbros.com

William H. Pillsbury

on behalf of Creditor Frank Investments Inc. (FL) wpillsbury@whplawoffices.com

William H. Pillsbury

on behalf of Creditor Frank Investments Inc. (NJ) wpillsbury@whplawoffices.com

William H. Pillsbury

on behalf of Interested Party Frank Theatres Management LLC wpillsbury@whplawoffices.com

William H. Pillsbury

on behalf of Interested Party Frank Entertainment Companies LLC wpillsbury@whplawoffices.com

William J. Levant

on behalf of Creditor Paramount Portfolio Crossings TIC#1 LLC efile.wjl@kaplaw.com

William J. Levant

on behalf of Creditor Paramount Portfolio LMS TIC #1 LLC efile.wjl@kaplaw.com

William J. Levant

on behalf of Creditor Paramount Portfolio Fulton TIC #1 LLC efile.wjl@kaplaw.com

William J. Levant

on behalf of Creditor Paramount Portfolio Pad TIC #1 LLC efile.wjl@kaplaw.com

William J. Levant

on behalf of Creditor Dealbrook LLC efile.wjl@kaplaw.com

TOTAL: 170